

**IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF MARYLAND**

THOMAS LUCEY, Derivatively on Behalf of  
Nominal Defendant 2U, INC.,

Plaintiff,

v.

CHRISTOPHER J. PAUCEK, et al.,  
Defendants,

and

2U, INC.,

Nominal Defendant.

Case No. 1:20-cv-02424-GLR

**STIPULATION AND ORDER REGARDING  
EXTENSION OF COURT’S ORDER STAYING CASE**

Plaintiff Thomas Lucey (“Plaintiff”), derivatively on behalf of nominal defendant 2U, Inc. (“2U”), and defendants Christopher J. Paucek, Catherine A. Graham, Harsha Mokkarala, Paul A. Maeder, Robert M. Stavis, Gregory K. Peters, Timothy M. Haley, Valerie B. Jarrett, Earl Lewis, Coretha M. Rushing, Sallie L. Krawcheck, John M. Larson, Edward S. Macias, Alexis Maybank, and Mark J. Chernis (collectively the “Individual Defendants” and, together with 2U and Plaintiff, the “Parties”) jointly submit this Stipulation to extend the stay of this action for an additional sixty (60) days, and in support thereof state as follows:

WHEREAS, on August 21, 2020, Plaintiff filed this putative stockholder derivative action (the “Action”) on behalf of 2U asserting claims for breach of fiduciary duty, contribution, and insider trading against the Individual Defendants;

WHEREAS, on September 3, 2020, the Court entered an order that temporarily stayed the proceedings in this Action until final resolution of the motion to dismiss in the Securities Class Action (Dkt. No. 6, the “Stay Order”)<sup>1</sup>;

WHEREAS, pursuant to the Stay Order, Plaintiff in this Action is required to file an amended complaint or designate an operative complaint sixty (60) days after the stay is lifted;

WHEREAS, on August 5, 2021, the motion to dismiss in the Securities Class Action was denied, lifting the temporary stay in this Action;

WHEREAS, on October 4, 2021, Plaintiff filed a verified amended complaint (Dkt. No. 18);

WHEREAS, on October 6, 2021, the Court granted the Parties’ request to stay the Action for thirty (30) days to allow the Parties to this Action to engage in discussions regarding a possible mediation of this Action, the related Securities Class Action, and two related shareholder derivative actions pending in other jurisdictions (Dkt. No. 22);

WHEREAS, on November 5, 2021, the Court granted the Parties’ request to extend the stay of the Action for sixty (60) days to continue to work in good faith to discuss and work to schedule the potential mediation (Dkt. No. 25); and

WHEREAS, the Parties, including the relevant parties to the Securities Class Action, are continuing in good faith to work to schedule a mediation to occur in February or March 2022.

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the Parties hereto, through their undersigned counsel, subject to the Court’s approval, as follows:

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Stay Order.

1. The proceedings in this Action, including all deadlines, hearings, and conferences, are temporarily stayed until sixty (60) days from the entry of this order.

2. By entering into this Stipulation, the Parties do not waive any rights not specifically addressed herein. This Stipulation is without prejudice to the right of any Defendant to raise any argument or defense of any kind concerning any of the claims in this Action. By entering into this Stipulation, each Defendant preserves all objections, arguments, defenses, and challenges of any kind to the claims in this Action.

Date: January 4, 2022

Respectfully submitted,

/s/ J. Christian Word

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*Counsel for Plaintiff Thomas Lucey*

IT IS SO ORDERED

DATED: January 5, 2022

/s/

HONORABLE GEORGE LEVI RUSSELL, III  
UNITED STATES DISTRICT COURT